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(561) 482-9420

March 16

February 28, 2000

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

400003174744--3  
-03/17/00--01090--004  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Articles of Incorporation of  
NATIONAL RESTAURANT CONCEPTS, INC.

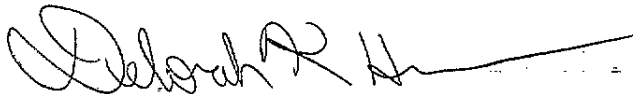
Dear Sir/ Madame:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for NATIONAL RESTAURANT CONCEPTS, INC., for filing, along with a check in the amount of \$122.50 to cover the cost of same.

Kindly send a certified copy of the Articles back to me in the enclosed self addressed stamped envelope.

Thank you in advance for your anticipated courtesies. If you have any questions please feel free to contact the undersigned.

Very truly yours,



Deborah K. Hausman, Esquire

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00 MAR 17 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED  
00 MAR 17 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR  
NATIONAL RESTAURANT CONCEPTS, INC.**

The undersigned subscriber, Terry L. Reed, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation is: **National Restaurant Concepts, Inc.**

**ARTICLE II**

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida and shall have such powers as enumerated in Chapter 607, Florida Statutes, the Florida Corporation Act.

**ARTICLE III**

The total number of shares of stock which the corporation shall have authority to issue and which the corporation is authorized to have outstanding at any one time is Fifty Million (50,000,000) shares, which shares shall be common stock having no par value per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV**

Every shareholder, upon the sale for cash of any new shares of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE V**

This corporation shall have a perpetual existence unless sooner dissolved according to law.

## **ARTICLE VI**

The initial address of the principal office of the corporation shall be:

c/o Deborah K. Hausman, P.A.  
20283 State Road 7, Suite 400  
Boca Raton, FL 33498

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

## **ARTICLE VII**

The corporation shall have three (3) directors initially. The number of Directors may be altered, from time to time, by By-Laws adopted by the Shareholders, however, the corporation shall have no less than one (1) Director at any time.

## **ARTICLE VIII**

The names and post office address of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are chosen, shall be:

Terry L. Reed  
6576 Villa Sonrisa Drive  
Number 1221  
Boca Raton, FL 33433

Takis P. Vartelas  
11668 Windcrest  
San Diego, Ca. 92128

John J. Naugle  
1530 South Mooney Blvd.  
Visalia, Ca 93277

## **ARTICLE IX**

The name and street address of the subscriber to these Articles of Incorporation is:

Deborah K. Hausman, P.A.  
20283 State Road 7, Suite 400  
Boca Raton, FL 33498

## **ARTICLE X**

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

## **ARTICLE XI**

The name and street address of the initial registered agent of the corporation is:

Deborah K. Hausman  
20283 State Road 7, Suite 400  
Boca Raton, FL 33498

#### ARTICLE XII

These Articles of Incorporation may be amended or repealed as provided by law.

#### ARTICLE XIII

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone communication and as otherwise provided by law.

#### ARTICLE XIV

The initial officers of the corporation are:

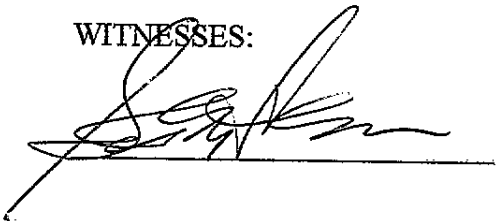
TERRY L. REED	-	PRESIDENT
JOHN J. NAUGLE	-	TREASURER
TAKIS P. VARTELAS	-	SECRETARY

#### ARTICLE XV

The corporation's existence will commence upon the filing of the Articles of Incorporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true on this 16<sup>th</sup> day of March, 2000.

WITNESSES:

  
TERRY L. REED

Deborah K Hausman

STATE OF FLORIDA )  
COUNTY OF )

BEFORE ME personally appeared TERRY L. REED, to me personally known, and who executed the foregoing instrument and acknowledged that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 16<sup>th</sup> day of March, 2000.

Deborah K Hausman

Notary Public, State of Florida  
Commission No.



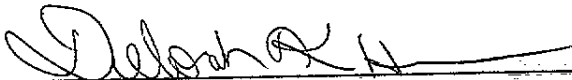
Deborah K Hausman  
My Commission CC829741  
Expires April 25, 2003

**DESIGNATION OF REGISTERED OFFICE  
AND REGISTERED AGENT  
AND ACCEPTANCE THEREOF**

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

1. NATIONAL RESTAURANT CONCEPTS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the city of Boca Raton, County of Palm Beach, State of Florida, has named Deborah K. Hausman located at 20283 State Road 7, Suite 400, Boca Raton, Florida 33498 as its agent to accept Service of Process within this State.

2. Having been named as registered agent and to accept service of process for the above stated corporation at the address designated in this certificate pursuant to the provisions of section 607, Florida Statutes, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Deborah K. Hausman  
Registered Agent

3/16/00

Date

FILED  
00 MAR 17 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA